

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Redcats USA, L.P.		07/26/2008	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Women's Apparel Group, LLC
Street Address:	35 United Drive
City:	West Bridgewater
State/Country:	MASSACHUSETTS
Postal Code:	02379
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2807464	FASHIONCODE
Registration Number:	3206844	IT'S A REAL STEAL
Registration Number:	2114549	JENNIFER JAMES
Registration Number:	2103959	KNITT MIXX
Registration Number:	3440408	METRO LIFT
Registration Number:	3435679	METROBLUES
Serial Number:	77092009	METROMUSTS
Serial Number:	77148347	METROPLEX
Registration Number:	3450247	METROWORKS
Registration Number:	2082526	SUPER SLIMMER
Registration Number:	1467466	TOWER HILL

CORRESPONDENCE DATA

Fax Number: (312)660-0471

900117815

TRADEMARK
REEL: 003866 FRAME: 0086

CH \$290.00 2807464

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312-861-6371
Email: rprescan@kirkland.com
Correspondent Name: Renee Prescan
Address Line 1: 200 E. Randolph Drive
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	49192-45 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	10/07/2008

Total Attachments: 6

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EXHIBIT B-1(b)

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of July 26, 2008 ("Effective Date") by and between Redcats USA, L.P., a Delaware limited partnership, with its principal office at 2300 Southeastern Avenue, Indianapolis, Indiana 46201 ("Assignor"), and Women's Apparel Group, LLC, a Delaware limited liability company, with its principal office at 35 United Drive, West Bridgewater, MA 02379 ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of July 26, 2008, by and among Assignee and Assignor (the "Agreement"); and

WHEREAS, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the United States trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto, the foreign trademark registrations set forth on Schedule B attached hereto, and the unregistered trademarks set forth on Schedule C attached hereto, in each case, together with the goodwill of the business associated therewith (collectively, the "Marks").


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee its entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

* * * * *

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

REDCATS USA, L.P.,
Assignor



Name: EARL COURTVILLE

Title: CFO

WOMEN'S APPAREL GROUP, LLC,
Assignee

Name: _____

Title: _____

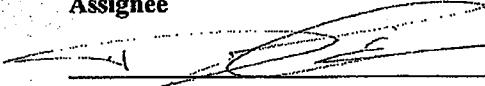
IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

REDCATS USA, L.P.,
Assignor

WOMEN'S APPAREL GROUP, LLC,
Assignee

Name: _____

Title: _____



Name: DANIEL COLLIN

Title: PRESIDENT

[Redcats TM assignment]

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

MARK	Jurisdiction	Serial No. Filing Date	Reg. No. Reg. Date	Status	Current Owner
FASHIONCODE	U.S.	78/150,292 8/2/2002	2,807,464 1/20/2004	REGISTERED	Redcats USA, L.P.
IT'S A REAL STEAL	U.S.	78/619,115 4/28/2005	3,206,844 2/6/2007	REGISTERED	Redcats USA, L.P.
JENNIFER JAMES	U.S.	74/725,860 9/6/1995	2,114,549 11/18/1997	Not renewed (grace period expired 5/18/2008)	Redcats USA, L.P.
KNITTMIXX	U.S.	74/725,863 9/6/1995	2,103,959 10/7/1997	Not renewed (grace period expired 4/7/2008)	Redcats USA, L.P.
METRO LIFT	U.S.	77/298,469 10/8/2007	3,440,408 6/3/2008	REGISTERED	Redcats USA, L.P.
METROBLUES	U.S.	77/298,454 10/8/2007	3,435,679 5/27/2008	REGISTERED	Redcats USA, L.P.
METROMUSTS	U.S.	77/092,009 1/26/2007		Pending Intent-to-Use	Redcats USA, L.P.
METROPLEX	U.S.	77/148,347 4/4/2007		Pending Intent-to-Use	Redcats USA, L.P.
METROWORKS	u.s.	77/076,831 1/5/2007	3,450,247 1/17/2008	REGISTERED	Redcats USA, L.P.
SUPER SLIMMER	U.S.	75/109,288 5/24/1996	2,082,526 7/22/1997	REGISTERED	Redcats USA, L.P.
TOWER HILL	U.S.	73/653,755 4/3/1987	1,467,466 12/1/1987	Not renewed (grace period expired 6/1/2008)	Redcats USA, L.P.

SCHEDULE B
FOREIGN TRADEMARKS

NONE

SCHEDULE C

UNREGISTERED TRADEMARKS

METROCURVES

METROHUES

PLATINUM DESIGN COLLECTION